

HM JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

17565-B

415/398-4510

November 20, 1992

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INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

2-328A003

RE: Lease of Railroad Equipment dated as of September 18, 1991 ("Lease")
between HM Joint Venture and Arch Mineral Corporation

Dear Ms. Lee:

On behalf of HM Joint Venture, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully executed originals of Amendment No. 1 dated July 30, 1992 to the Lease ("Amendment No. 1") between HM Joint Venture and Arch Mineral Corporation.

In connection with the recording of Amendment No. 1, please note the following information:

Name and Address of Lessor: HM Joint Venture
c/o Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

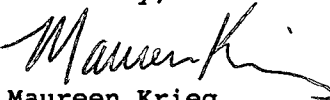
Name and Address of Lessee: Arch Mineral Corporation
City Place One, Suite 350
St. Louis, MO 63141

Equipment: One Hundred (100) Open Top Coal Hopper Railcars
(See Annex A.1. for Car Numbers)

Previous ICC Filing: Lease filed on October 16, 1991 under
Recordation No. 17565

Please file Amendment No. 1 under the next available recordation number. The filing fee of sixteen dollars (\$16.00) is included in the enclosed check.

Sincerely,


Maureen Krieg
Contract Administrator

mek
Enclosures (2)

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AMENDMENT NO. 1

INTESTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 1 (the "**Amendment**") to the Lease of Railroad Equipment dated as of September 18, 1991 (the "**Lease**"), between **HM JOINT VENTURE ("Lessor")** and **ARCH MINERAL CORPORATION ("Lessee")** is made as of July 30, 1992 between Lessor and Lessee.

R E C I T A L S :

- A.** Lessor and Lessee are parties to the Lease pursuant to which two hundred three (203), 3,502 cubic foot, 100-ton capacity, roller bearing, three-pocket open top coal hopper railcars built by Missouri Pacific in 1967 and ninety-four (94), 3,422 cubic foot, 100-ton capacity, roller bearing, three-pocket open top coal hopper railcars built by Bethlehem Steel in 1967 (the "**Units**") were leased by Lessor to Lessee.
- B.** The parties desire to add to the Lease the actual reporting marks and numbers for the two hundred ninety-seven (297) Units delivered by Lessor to Lessee.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Lease as follows:

- 1.** All terms defined in the Lease shall have the meanings defined therein when used in this Amendment.
- 2.** This Amendment shall become effective on the date of its full execution by both parties.
- 3.** Annex A to the Lease shall be replaced by the attached Annex A.1., and wherever Annex A appears in the Lease it shall mean Annex A.1.
- 4.** Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.
- 5.** This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

IN WITNESS THEREOF, the Lessor and Lessee each pursuant to due authority have caused these presents to be signed in their respective corporate names.

LESSOR

HM JOINT VENTURE
a California Joint Venture

By: HELM EQUIPMENT LEASING
CORPORATION, a general
partner

By:  _____

Title: PRESIDENT

Date: 8/5/92

and

By: MANSBACH REALTY COMPANY,
a general partner

By:  _____

Title: President

Date: 7/30/92

LESSEE

ARCH MINERAL CORPORATION

By:  _____

Title: A.V.P. TRANSPORTATION

Date: 7-13-92

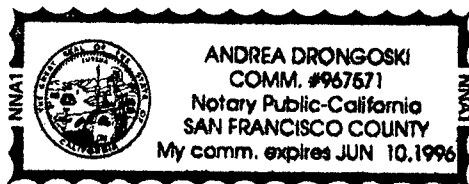
STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On this 5 day of August, 1992, before me personally appeared Richard C. Kirchner, to me personally known, who, being by me duly sworn, says that he is President of **HELM EQUIPMENT LEASING CORPORATION**, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Andrea Drongoski
Notary Public

My Commission Expires: 6/10/96

[Notarial Seal]



STATE OF KENTUCKY)
)
COUNTY OF BOYD)

On this 30th day of July, 1992, before me personally appeared Gerald Mansbach, to me personally known, who, being by me duly sworn, says that he is President of **MANSBACH REALTY COMPANY** that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Edward B. Renneker
Notary Public

My Commission Expires: 12/6/94

[Notarial Seal]



STATE OF MISSOURI)
)
COUNTY OF ST. LOUIS) S

On this 13th day of July, 1992, before me personally appeared David E. Long, to me personally known, who, being by me duly sworn, says that he is Asst. V.P. - Transportation of **ARCH MINERAL CORPORATION**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ruth A. Olney
Notary Public

RUTH A. OLNEY
NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXP. FEB. 15, 1993

My Commission Expires:

2/15/93

[Notarial Seal]

ANNEX A.1.

to
Lease of Railroad Equipment

Dated as of September 18, 1991

Equipment Description

Two-hundred three (203), 3,502 cubic foot, 100-ton capacity, roller bearing, three-pocket open top coal hopper railcars built by Missouri Pacific in 1967.

Equipment Numbers

URDX 87201				
87203	87270	87336	87392	87464
87204	87272	87337	87393	87465
87205	87273	87338	87397	87466
87207	87276	87339	87399	87467
87210	87277	87340	87401	87468
87212	87278	87341	87402	87469
87213	87279	87342	87405	87470
87215	87280	87343	87406	87471
87216	87281	87344	87407	87472
87217	87282	87345	87408	87473
87218	87283	87347	87410	87474
87219	87286	87348	87411	87475
87220	87288	87350	87412	87476
87221	87292	87351	87413	87477
87222	87293	87352	87415	87478
87223	87294	87354	87416	87480
87224	87295	87355	87418	87484
87225	87296	87356	87419	87487
87227	87297	87357	87420	87488
87230	87299	87359	87423	87489
87231	87300	87361	87424	87491
87232	87301	87364	87425	87492
87233	87302	87365	87426	87494
87235	87306	87366	87427	87496
87237	87308	87367	87428	87498
87240	87309	87368	87429	87499
87241	87312	87370	87430	
87244	87313	87371	87431	
87245	87314	87372	87432	
87246	87315	87374	87434	
87247	87316	87375	87436	
87248	87318	87377	87438	
87249	87321	87378	87439	
87253	87322	87380	87440	
87254	87323	87381	87442	
87255	87324	87382	87444	
87258	87326	87383	87448	
87259	87329	87385	87449	
87260	87330	87386	87454	
87262	87331	87387	87456	
87264	87332	87388	87457	
87266	87333	87389	87459	
87268	87334	87390	87460	
87269	87335	87391	87462	

ANNEX A.1.

to

Lease of Railroad Equipment

Dated as of September 18, 1991

continued

Equipment Description

Ninety-four (94), 3,422 cubic foot, 100-ton capacity, roller bearing, three-pocket open top coal hopper railcars built by Bethlehem Steel in 1967.

Equipment Numbers

URDX 87000	87088	87166
87002	87090	87169
87004	87091	87170
87007	87095	87171
87009	87096	87172
87010	87097	87174
87012	87099	87175
87014	87101	87177
87017	87105	87179
87018	87107	87182
87019	87108	87184
87021	87110	87185
87022	87116	87189
87023	87117	87191
87026	87118	87192
87034	87119	87193
87035	87123	87194
87041	87124	87195
87045	87128	87196
87046	87129	87198
87055	87133	87199
87057	87134	87287
87060	87135	
87062	87136	
87064	87138	
87066	87139	
87068	87140	
87072	87144	
87073	87145	
87074	87151	
87078	87153	
87080	87156	
87082	87159	
87085	87160	
87086	87162	
87087	87165	